

**HEARING DATE AND TIME:** August 3, 2009 at 9:45 a.m. (Eastern Time)  
**OBJECTION DEADLINE:** July 28, 2009 at 4:00 p.m. (Eastern Time)

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Motion for Admission to Practice *Pro Hac Vice* has been filed

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

WITNESS LIST, TRIAL EXHIBITS and DESIGNATION OF DEPOSITION  
TESTIMONY OF FORREST CHEVROLET-CADILLAC, INC., AND  
FORREST PONTIAC-BUICK-GMC TRUCK, INC.

**TO THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE**

NOW COME FORREST CHEVROLET-CADILLAC, INC., and FORREST PONTIAC-BUICK-GMC TRUCK, INC., hereinafter "FORREST", who file this their Witness List, Trial Exhibits, and Designation of Deposition Testimony regarding the Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief, and in support would show as follows:

**I.**  
**WITNESS LIST**

- ## 1. Charles Michael Forrest.

The Affidavit of Charles Michael Forrest in Support of Limited Objection of Forrest Chevrolet-Cadillac, Inc., and Forrest Pontiac-Buick-GMC Truck, Inc., to Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief has been filed in accordance with Case Management Order #1.

**II.  
TRIAL EXHIBITS**

2. Attached hereto are the following documents FORREST intends to offer at the hearing on the Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief:

- a. Exclusive Use Agreement regarding Forrest Pontiac-Buick-GMC Truck, Inc., in Case No. 3-05-CV-0528-K; General Motors Corporation v. Forrest Chevrolet-Oldsmobile-Cadillac, Inc., and Forrest Pontiac-Buick-GMC Truck, Inc.; In the United States District Court for the Northern District of Texas, Dallas Division;
- b. Exclusive Use Agreement regarding Forrest Chevrolet-Cadillac Inc., in Case No. 3-05-CV-0528-K; General Motors Corporation v. Forrest Chevrolet-Oldsmobile-Cadillac, Inc., and Forrest Pontiac-Buick-GMC Truck, Inc.; In the United States District Court for the Northern District of Texas, Dallas Division;
- c. Letter dated July 7, 2008, from Debtor to Forrest Pontiac-Buick-GMC Truck, Inc.;
- d. Letter dated July 7, 2008, from Debtor to Forrest Chevrolet-Cadillac, Inc.;
- e. Letter dated May 14, 2009, from Debtor to Forrest Pontiac-Buick-GMC Truck, Inc.;
- f. Letter dated May 14, 2009, from Debtor to Forrest Chevrolet-Cadillac, Inc.;
- g. Business Plan;
- h. Letter dated June 1, 2009, from Debtor to Forrest Pontiac-Buick-GMC Truck,

Inc.;

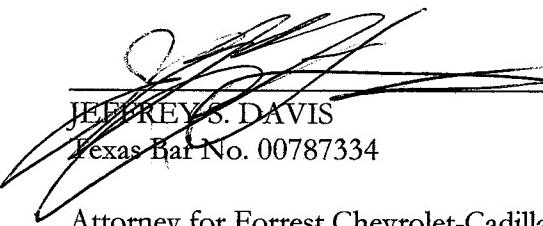
- i. Letter dated June 1, 2009, from Debtor to Forrest Chevrolet-Cadillac, Inc.;
- j. Letter dated July 10, 2009, from Debtor to Forrest Pontiac-Buick-GMC Truck, Inc.;
- k. Letter dated July 10, 2009, from Debtor to Forrest Chevrolet-Cadillac, Inc.;
- l. Letter, with term sheet, dated July 15, 2008, to FORREST;
- m. Offer letter/term sheet dated December 15, 2008, from Tommy Manuel; and
- n. Offer letter/term sheet dated January 2009, from Matt Johnson.

**III.  
DESIGNATION OF DEPOSITION TESTIMONY**

3. FORREST does not designate any deposition testimony as no depositions have been taken in regard to the Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief.

Respectfully submitted,

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JEFFREY S. DAVIS  
Texas Bar No. 00787334

Attorney for Forrest Chevrolet-Cadillac, Inc., and  
Forrest Pontiac-Buick-GMC Truck, Inc.

**CERTIFICATE OF SERVICE**

I hereby certify that on the 28th day of July, 2009, a true and correct copy of the foregoing was served on all those parties receiving notice via the Court's Electronic Case Filing System (through ECF) and the parties below via U. S. Mail First Class, postage prepaid on the following parties:

Harvey Miller  
Stephen Karotkin  
Joseph H. Smolinsky  
Weil Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153

Debtors  
c/o General Motors Corporation  
Attn: Lawrence S. Buonomo  
300 Renaissance Center  
Detroit, Michigan 48265

James L. Bromley  
Cleary, Gottlieb, Steen & Hamilton LLP  
One Liberty Plaza  
New York, NY 10006

Michael J. Edelman  
Michael L. Schein  
Vedder Price, P.C.  
1633 Broadway 47th FL  
New York, NY 10019

John J. Rapisardi  
Cadwalader Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281

Babette Ceccotti  
Cohen Weiss and Simon LLP  
330 W. 42nd Street  
New York, NY 10036

Diana G. Adams  
Office of U. S. Trustee  
33 Whitehall Street, 21st Fl.  
New York, NY 10004

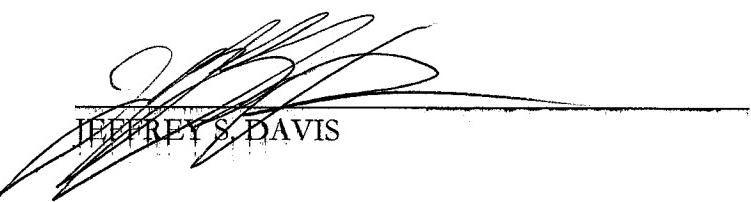
David S. Jones  
Matthew L. Schwartz  
U. S. Attorney's Office  
86 Chambers Street, 3rd Fl.  
New York, NY 10007

Matthew Feldman  
United States Department of the Treasury  
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8000 East Jefferson Avenue  
Detroit, Michigan 48214

The affected dealers as identified and listed on Exhibit "A" to Debtors' Motion.



JEFFREY S. DAVIS